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November 19, 2010

VIA ECF (COPY BY FEDERAL EXPRESS)

Honorable Esther Salas, U.S.M.J.
United States District Court
District of New Jersey
Martin Luther King, Jr. Federal Building
& U.S. Courthouse
50 Walnut Street
Newark, New Jersey 07102

Re: *Novartis Corporation v. Teva Pharmaceuticals USA Inc.*,
Civil Action Nos. 04-4473, 08-0686 (GEB) (ES)

Dear Judge Salas:

Enclosed please find a Stipulation and [Proposed] Order Amending The Stipulated Protective Order executed by the parties. The parties respectfully request that Your Honor execute and order the entry of the same.

We thank the Court for its attention and courtesies.

Respectfully,

A handwritten signature in black ink, appearing to read "Sheila F. McShane", written in a cursive style.

Sheila F. McShane

Enclosure

cc: Christopher Holding, Esq. (via email)
Ira J. Levy, Esq. (via email)
Daryl Wiesen, Esq. (via email)
Mayra V. Tarantino, Esq. (via email)
Michael Patunas, Esq. (via email)
Leslie Morioka, Esq. (via email)
Gregory Parker, Esq. (via email)
Brendan Woodard, Esq. (via email)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

NOVARTIS CORPORATION,)	
NOVARTIS PHARMACEUTICALS)	
CORPORATION and)	
NOVARTIS INTERNATIONAL AG,)	
)	Civil Action No. 04-4473 (GEB)(ES)
Plaintiffs,)	Lead Case
)	
v.)	Civil Action No. 08-0686 (GEB)(ES)
)	
TEVA PHARMACEUTICALS USA, INC.,)	
)	
Defendant.)	

**STIPULATION AND [PROPOSED] ORDER AMENDING
THE STIPULATED PROTECTIVE ORDER**

WHEREAS pursuant to a Consent Order entered on October 15, 2010 ("Consent Order"), Teva Pharmaceuticals USA, Inc. ("Teva") will be producing settlement agreements and/or license agreements it entered into with several plaintiffs in certain specified litigations ("Agreements");

WHEREAS the Consent Order explicitly restricts disclosure of these Agreements, and the information contained therein; and

WHEREAS to ensure that access to these Agreements and the information contained therein is restricted as required by the Consent Order;

THEREFORE, in view of the foregoing and because the Parties hereto, by and through their respective counsel, Gibbons P.C., White & Case LLP, and Cravath, Swaine & Moore LLP on behalf of Plaintiffs and Lite DePalma Greenberg, LLC and Goodwin Procter LLP on behalf of Defendant;

IT IS HEREBY STIPULATED AND AGREED by Plaintiffs and Defendant, subject to the approval of the Court, that:

1. Access to the Agreements produced by Teva pursuant to the Consent Order shall be limited to: i) outside counsel of record of the Novartis Plaintiffs in the consolidated actions, Civil Action Nos. 04-4473 and 08-0686 (GEB)(ES), and ii) experts retained by Novartis in this matter

who have executed the confidentiality undertaking of the Amended Stipulated Protective Order filed with the Court on June 15, 2006 ("Protective Order").

2. Access to the Agreements or the information contained therein shall be prohibited to all current or former employees of Novartis, including in-house counsel, for any purpose.

3. The information contained in the Agreements may only be used in the instant consolidated actions.

4. Upon final disposition of the instant consolidated actions, any documents produced pursuant to the Consent Order shall be destroyed or returned to the attorney of record for Teva Pharmaceuticals USA, Inc. as provided by Section 16 of the Protective Order.

5. The disclosure of the Agreements in these consolidated actions shall in no way be used as a basis for any third-party to be granted access to the Agreements or any information contained therein.

6. The Parties shall provide notice to the other parties to the Agreements of any submissions to the Court regarding (a) any expert's reliance on the Agreements or any information contained therein, or (b) the admissibility of the Agreements or any information contained therein at trial. Such notice shall be in writing, shall be made on the day of such submission, and shall set a reasonable deadline for the other parties to the Agreements to file objections to the use of the Agreements or the information contained therein.

STIPULATED AND AGREED TO:

Dated: November 19, 2010

s/ Sheila F. McShane

Sheila F. McShane, Esq.

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-and-

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-and-

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Novartis Corporation, Novartis

Pharmaceuticals Corporation, and Novartis

International AG

s/ Michael E. Patunas

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-and-

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Attorneys for Defendant

Teva Pharmaceuticals USA, Inc.

IT IS SO ORDERED:

The Honorable Esther Salas

United States Magistrate Judge